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## PROPOSED ATTORNEYS FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS

## IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF TEXAS DALLAS DIVISION

IN RE:	§.	
	§	Case No. 08-36705-BJH-11
	§	
SUPERIOR AIR PARTS, INC.,	§	Jointly Administered
et al.,	§	-
	§	
<b>DEBTORS-IN POSSESSION.</b>	8	CHAPTER 11

OFFICIAL COMMITTEE OF UNSECURED CREDITORS' APPLICATION TO EMPLOY BAKER & McKENZIE AS GENERAL COUNSEL NUNC PRO TUNC TO JANUARY 29, 2009, PURSUANT TO SECTIONS 328(a), 330 and 1103(a) OF THE BANKRUPTCY CODE AND FEDERAL RULE OF BANKRUPTCY PROCEDURE 2014

TO THE HONORABLE BARBARA J. HOUSER, UNITED STATES BANKRUPTCY JUDGE:

NOW COMES the Official Committee of Unsecured Creditors (the "<u>Committee</u>"), by and through its proposed counsel Baker & McKenzie, and files this its Application (the "<u>Application</u>") to Employ Baker & McKenzie ("<u>B&M</u>") as General Counsel Nunc Pro Tunc to January 29, 2009. Pursuant to Sections 328(a), 330 and 1103(a) of the Bankruptcy Code and

OFFICIAL COMMITTEE OF UNSECURED CREDITORS' APPLICATION TO EMPLOY BAKER & McKENZIE AS GENERAL COUNSEL NUNC PRO TUNC TO JANUARY 29, 2009, PURSUANT TO SECTIONS 328 (a), 330 and 1103(a) OF THE BANKRUPTCY CODE AND FEDERAL RULE OF BANKRUPTCY PROCEDURE 2014– Page 1

Federal Rule of Bankruptcy Procedure 2014. In support of the Application, the Committee respectfully states:

## I. JURISDICTION AND VENUE

- 1. This Court exercises subject matter jurisdiction over this Application pursuant to 11 U.S.C. § 1103(a) and 28 U.S.C. §§ 157 and 1334. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 1408 and 1409. This matter constitutes a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).
  - 2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

### II. FACTUAL BACKGROUND

- 3. This case was commenced by the filing of a voluntary petition under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division on December 31, 2008 (the "Petition Date"). Since the Petition Date, the Debtor has continued to operate their businesses as a debtor in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.
- 4. On or about January 29, 2009, the United States Trustee certified and appointed the Committee in accordance with Section 1102(a)(1) of the Bankruptcy Code. The members of the Committee, as amended, include (1) AVStar Aircraft Accessories, Inc., represented by Ronald J. Weaver, (2) Eck Industries, Inc., represented by Phil Eck, (3) KSPG Automotive Brazil LTDA, represented by Werner Wilhelm Albus and Valeria de Freitas Mesquita, (4) Hartford Aircraft Products represented by Jim Griffin, (5) Seal Science, Inc., represented by Piyush Kakar, and (6) Zanzi, S.P.A., represented by Stefano Gazzola.

5. On or about January 29, 2009, the Committee interviewed and voted to retain B&M as its legal counsel to represent it and advise the Committee on matters arising in the case. The Committee further instructed Ronald J. Weaver ("Weaver") of AVStar Aircraft Accessories, Inc., the Committee's chairman, to seek this Court's authorization of the retention of B&M according to the terms set forth in this Application.

### III. RELIEF REQUESTED AND BASIS THEREFOR

6. The Committee seeks to employ B&M as its general counsel to advise and represent the Committee in the above-styled Chapter 11 case (the "Chapter 11 Case"). The Committee respectfully requests entry of an order of this Court pursuant to Sections 330 and 1103(a) of the Bankruptcy Code authorizing the Committee to employ and retain B&M as general counsel *nunc pro tunc* to January 29, 2009, for the Committee to perform necessary legal services during this Chapter 11 Case.

### A. Services to be Rendered by B&M

- 7. The Committee has requested that B&M provide, without limitation, the following professional services to the Committee during these Chapter 11 Cases:
  - (a) Advise the Committee with respect to its statutory powers and duties;
  - (b) Advise the Committee and consult with the Debtor concerning the administration of the Debtor's estate:
  - (c) Advise the Committee with respect to assets sales proposed by the Debtor;
  - (d) Assist the Committee in its investigation of the acts, conduct, assets, liabilities and financial condition of the Debtor, the operation of the Debtor's business and

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the desirability of the continuance of such business and any other matters relevant

to the case or to the formulation of a plan(s) of reorganization or liquidation;

(e) Advise the Committee regarding the formulation of a plan of reorganization or

liquidation for the Debtor;

(f) Prepare and defend, on the Committee's behalf, any and all necessary and

appropriate legal papers;

(g) Represent the Committee in all matters before this Court; and

(h) Perform any and all other and further legal services as may be necessary and

appropriate to protect all unsecured creditors.

B. Qualifications of B&M to Serve as General Counsel to the Committee

8. The Committee selected B&M, subject to this Court's approval, because the

Committee believes that the services of B&M, and particularly B&M's core team designated for

the Chapter 11 Case as set forth below, are required to adequately advise the Committee during

the Chapter 11 Case and to enable the Committee to (i) fully and satisfactorily perform its duties

under the Bankruptcy Code and (ii) represent the interests of all unsecured creditors.

9. B&M is an international law firm employing in excess of 3000 attorneys in

approximately 60 offices in the United States and throughout the world. B&M has extensive

experience, expertise and resources in bankruptcy, insolvency and debtors' and creditors' rights,

as well as expertise in business litigation, corporate and securities and other business matters and

is well-qualified to represent the Committee for the purposes set forth in the Application. B&M

has agreed, subject to this Court's approval, to accept employment on behalf of the Committee

on the terms and conditions set forth within the Application.

OFFICIAL COMMITTEE OF UNSECURED CREDITORS' APPLICATION TO EMPLOY BAKER & McKENZIE AS GENERAL COUNSEL NUNC PRO TUNC TO JANUARY 29, 2009, PURSUANT TO SECTIONS 328 (a), 330 and 1103(a) OF THE BANKRUPTCY

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10. For the reasons more fully described in the Declaration of David Parham, Esq. (the "Parham Declaration"), who is a member of B&M, and after reasonable investigation and inquiry, the Committee believes that B&M is well-suited to provide, and has thus far provided, the Committee with thorough and accurate advice and legal services on issues affecting all of the Debtor's unsecured creditors. A copy of the Parham Declaration is attached as "Exhibit A" and incorporated in full by reference herein.

### C. Disclosures by B&M to the Committee and the Court

- As described in more detail within the Parham Declaration and upon information provided by B&M, the Committee understands the following: (a) B&M is "disinterested" within the meaning of 11 U.S.C. § 101, except as described both herein and within the Parham Declaration; (b) neither B&M nor its professionals have any connection with the Debtor, the creditors or any party in interest, except as stated both herein and within the Parham Declaration; and (c) B&M neither represents nor holds any interest adverse to the interest represented by the Committee in the matters for which B&M is to be retained, except as described both herein and within the Parham Declaration.
- 12. More specifically, B&M has advised the Committee of its connections with the Debtor and its creditors as follows:
  - (a) B&M is not and was not a creditor, equity security holder or insider of the Debtor;
  - (b) B&M is not and was not an investment banker for any outstanding security of the Debtor or involved as lawyers for any party in connection with the issuance of the Debtor's securities;

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(c) B&M is not and was not, within three years before the date of the filing of the petition herein, an investment banker for a security of the Debtor, or an

attorney for such an investment banker in connection with the offer, sale

or issuance of any security of the Debtor;

(d) B&M is not and was not, within two years before the date of the filing of

the petition herein, a director, officer or employee of the Debtor or of any

investment banker for any security of the Debtor; and

(e) B&M has no interest adverse to Debtor's estate or of any class of creditors

or equity security holders by reason of any direct or indirect relationship

to, connection with, or interest in the Debtor, their estate or any

investment bankers for the issuance of any securities of the Debtor or for

any other reason.

13. B&M has conducted a preliminary review of potential contacts with the Debtor,

its estate and its creditors. B&M intends to continue to conduct such reviews as the above-styled

case progresses and to disclose any contacts subsequently discovered to both the Committee and

this Court. In the meantime, B&M has identified that it has had contact with the following

creditors or parties in interest of this estate on matters unrelated to the Debtor:

(a) Mahle Engine Components- domestic mergers and acquisitions.

(b) In addition, B&M has represented Textron, Inc., the parent of a bidder for

the Debtor's assets, in discreet international tax matters and Bell

Helicopter, another Textron subsidiary in international commercial issues.

### D. Proposed Compensation of B&M

14. In accordance with Sections 330 of the Bankruptcy Code, B&M proposes to charge its usual and customary rates for this matter, subject to the terms and provisions of the Bankruptcy Code, the Federal and Local Rules of Bankruptcy Procedure and any order entered by this Court pertaining to the payment of B&M. In accordance with the Bankruptcy Code and the Federal and Local Rules of Bankruptcy Procedure, B&M will maintain detailed records of the nature of the services B&M renders to the Committee in support of the attorneys' fees and expenses incurred the by Committee. Baker & McKenzie's current hourly rates in U.S. Dollars are set forth as follows:

Billing Categories	Range
Partners	\$425 - 695/per hour
Of Counsel	\$415 - 470/per hour
Associates	\$260 - 435/per hour
Para-professionals	\$140- 225/per hour

- 15. B&M's hourly rates are subject to increase in the ordinary course from time to time during the Chapter 11 Case.
- 16. Furthermore, the Committee understands that B&M's hourly rates for professionals and paraprofessionals are not intended to cover out-of-pocket costs and expenses, which are billed separately. B&M regularly charges its clients outside of bankruptcy for the costs, expenses and disbursements incurred by it in connection with its representations including, among other things, telephone and facsimile charges, document processing, photocopying charges, package delivery charges, travel charges, charges for mailing (including, without

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limitation, envelopes and labels), travel expenses, expenses for "working meals," computerized

research, transcription costs and staff, secretarial and other overtime.

17. The Committee contemplates that B&M will seek compensation based upon its

normal and usual hourly billing rates and will seek reimbursement for costs and expenses

incurred in accordance with the Bankruptcy Code, the Federal and Local Rules of Bankruptcy

Procedure and the U.S. Trustee Guidelines for Reviewing Applications for Compensation and

Reimbursement of Expenses Filed Under 11 U.S.C. § 330. The Committee further contemplates

that B&M will seek interim compensation and reimbursement of expenses during the case as

permitted by Section 331 of the Bankruptcy Code, the Federal and Local Rules of Bankruptcy

Procedure and this Court's order.

18. Unless otherwise authorized by this Court, no compensation will be paid to B&M

except pursuant to this Court's order following the filing and notice of an application for

compensation and reimbursement of expenses made in compliance with the Bankruptcy Code

and the Federal and Local Rules of Bankruptcy Procedure.

E. Notice of This Application to Employ B&M

19. Notice of this Application has been given to (i) the United States Trustee;

(ii) counsel for the Debtor; (iii) members of the Committee; and (iv) those persons identified on

the service list maintained by the Debtor in accordance with Bankruptcy Rule 2002. Such notice

constitutes good and sufficient notice of the relief requested in this Application, and the

Committee submits that no other or further notice is necessary.

OFFICIAL COMMITTEE OF UNSECURED CREDITORS' APPLICATION TO EMPLOY BAKER & McKENZIE AS GENERAL COUNSEL NUNC PRO TUNC TO JANUARY 29, 2009, PURSUANT TO SECTIONS 328 (a), 330 and 1103(a) OF THE BANKRUPTCY

## F. Previous Applications to Employ B&M in The Bankruptcy Case

20. No previous application for the relief sought herein has been made to this Court or any other court.

WHEREFORE, the Committee respectfully requests that this Court enter an order approving this Application and authorizing the Committee to employ B&M as general counsel *nunc pro tunc* to January 29, 2009, and grant the Committee any and all other relief to which it may show itself justly entitled.

DATED: February 4, 2009

Dallas, Texas

Respectfully submitted,

### **BAKER & McKENZIE**

By: /s/ David W. Parham

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PROPOSED ATTORNEYS FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS

## **CERTIFICATE OF SERVICE**

The undersigned attorney hereby certifies that he caused a true and correct copy of the foregoing Application to be served upon the persons or entities identified below and on the attached list via United States mail, first-class postage pre-paid and properly addressed, and through the Court's ECF system on this the 4<sup>th</sup> day of February 2009.

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> /s/ Elliot D. Schuler Elliot D. Schuler

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